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**FLORIDA PROFIT/NON PROFIT CORPORATION
ATTON HOTELS USA, INC.**

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**ARTICLES OF INCORPORATION
OF**

ATTON HOTELS USA, INC.

ARTICLE I - NAME

The name of the Corporation (the "Corporation") is ATTON HOTELS USA, INC.

ARTICLE II - ADDRESS

The principal address and mailing address of the Corporation is:

201 South Biscayne Boulevard
Suite 1500 (LAD)
Miami, Florida 33131

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares." Of the Common Shares, 5,000 shares shall be Class A Voting Shares (the "Class A") and 5,000 shares shall be Class B Non-Voting Shares (the "Class B"). The rights, preferences and privileges of the Class A and Class B shall be identical, except that the Class B shall not be entitled to vote on any matter required to be approved by, or submitted for approval of, shareholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Corporation are:

Corporation Company of Miami
201 South Biscayne Boulevard
Suite 1500 (LAD)
Miami, Florida 33131

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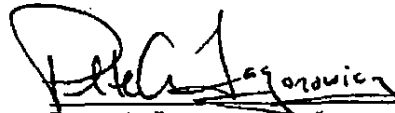
ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles of Incorporation is Peter A. Lagonowicz, and his address is 201 South Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 11th day of January, 2013.



Peter A. Lagonowicz, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his/her/its duties.

Date: January 11, 2013

CORPORATION COMPANY OF MIAMI

By: 

Cavell J. Anderson, Assistant Secretary

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